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Of Counsel
Henry H. Hancock
Marye Helen Owen

March 17, 2000

Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

VIA HAND DELIVERY

Re: **APPLICATION AND JOINT PETITION OF MEMPHIS LIGHT, GAS, & WATER
AND A&L NETWORKS-TENNESSEE, LLC FOR A CERTIFICATE OF
CONVENIENCE AND NECESSITY TO PROVIDE INTRASTATE, INTRALATA
TELECOMMUNICATIONS SERVICES
DOCKET NO. 99-00909**

Dear Mr. Waddell:

Enclosed for filing, please find the original plus thirteen (13) copies of the Request to Conduct Discovery Depositions on behalf of Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association. Copies are being served on parties of record.

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,
**FARRIS, MATHEWS, BRANAN
BOBANGO & HELLEN, P.L.C.**

Charles B. Welch Jr.
Charles B. Welch, Jr.

cc: Carolyn Marek
Dean Deyo

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.**

DOCKET NO. 99-00909

REQUEST TO CONDUCT DISCOVERY DEPOSITIONS

Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and The Tennessee Cable Telecommunications Association ("Intervenors") respectfully submit this request to take the discovery depositions of Memphis Light Gas & Water employees John McCullough, Wade Stinson, and Larry Thompson, Arthur D. Little, Inc. representative Joel Halverson, and A & L Networks-Tennessee, LLC employee Alex Lowe at any time mutually convenient to the parties and their counsel during the week of March 20, 2000 at the law offices of Farris, Mathews, Branan, Bobango & Hellen, P.L.C. located at 618 Church Street, Suite 300, Nashville, Tennessee 37219. In support of this request, the Intervenors will show as follows:

1. The Joint Petitioners have filed an application requesting that the Tennessee Regulatory Authority grant a Certificate of Convenience and Necessity

to provide telecommunication services throughout the state of Tennessee to Memphis Network, LLC (the "Application").

2. In addition, the Applicant and Joint Petitioners have filed extensive documents in response to the Intervenor's data requests.

3. In December, 1999, Joint Petitioner, Memphis Light Gas & Water ("MLGW"), provided documents to Intervenor, Time Warner Communications of the Mid-South, in response to a written request for public records concerning the organization and operation of the MLG&W Telecommunications Division. These documents have been referred to by the Applicant and Joint Petitioners as the "December Public Records Response" in their response to Intervenor, Tennessee Cable Telecommunications Association ("TCTA"), Data Request Response No. 30.

4. On Thursday, March 16, 2000, Mr. William J. Barta filed written pre-filed direct testimony on behalf of the TCTA generally outlining the dichotomy created by the information supplied by the Applicant and Joint Petitioners in the Application and their responses to the TCTA data requests and the information provided pursuant to the December Public Records Response.

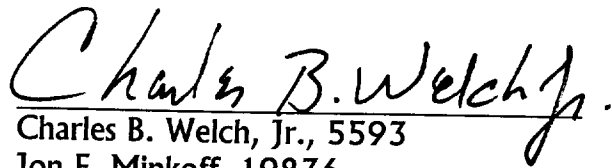
5. Intervenor's submit that the inconsistencies in the information provided are critical to the issues in this proceeding and cannot be reconciled without the benefit of the requested depositions.

Based upon the foregoing, the Intervenor's, Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association respectfully request that the

depositions of the above named individuals be scheduled as promptly as possible so that they can be completed prior to the scheduled hearing date, March 29, 2000.

Respectfully submitted,

FARRIS, MATHEWS, BRANAN,
BOBANGO & HELLEN, P.L.C.



Charles B. Welch, Jr., 5593

Jon F. Minkoff, 19836

Attorneys for the Time Warner Telecom
of the Mid-South, L.P., Time Warner
Communications of the Mid-South, and
the Tennessee Cable Telecommunications
Association,

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CERTIFICATE OF SERVICE

I Charles B. Welch, Jr., hereby certify that I have served a copy of the foregoing Request to Conduct Discovery Depositions on the parties listed below, by depositing copy of same in the U.S. Mail, postage prepaid or by hand delivery, as designated below, this the 17th day of March, 2000.

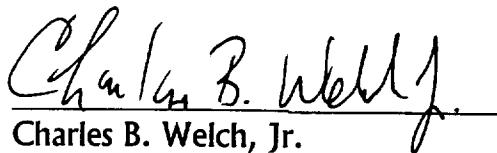
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Charles B. Welch, Jr.